

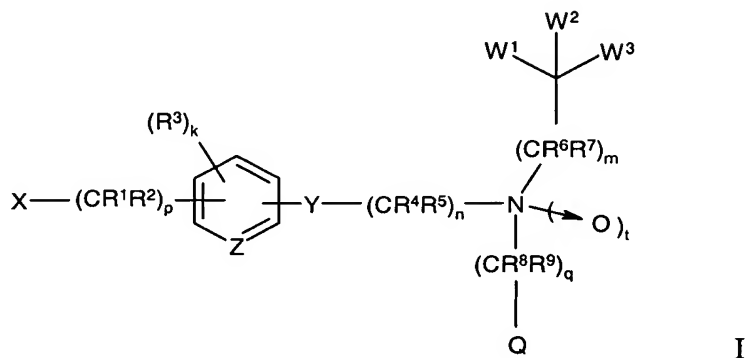
## Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

### Listing of Claims:

1-48 (Cancelled).

49. (New): A compound of Formula I:



wherein:

X is selected from C<sub>1</sub>-C<sub>8</sub> alkyl, halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, nitro, cyano, -COOR<sup>10</sup>, -COR<sup>13</sup>, -OCOR<sup>13</sup>, -N(R<sup>17</sup>)COR<sup>13</sup>, -N(R<sup>17</sup>)CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)COOR<sup>13</sup>, -SO<sub>3</sub>H, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -C(=NR<sup>17</sup>)NR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)SO<sub>2</sub>R<sup>16</sup>, and a 5 or 6-membered heterocyclic group;

or X and an adjacent R<sup>3</sup>, taken together with the atoms to which they are bonded, form an alkylendioxy moiety;

Z is CH, CR<sup>3</sup> or N, wherein when Z is CH or CR<sup>3</sup>, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -N(R<sup>10</sup>)-, and -C(R<sup>4</sup>)(R<sup>5</sup>)-;

W<sup>1</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, aryl and Het, wherein said C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>,

-C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said  
C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo  
substituents;

W<sup>2</sup> is selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or  
substituted by one or more halo substituents, and wherein the C<sub>3</sub>-C<sub>7</sub> cycloalkyl, Ar  
and Het moieties of said -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl are optionally unsubstituted or substituted with one or  
more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said  
C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo  
substituents;

W<sup>3</sup> is selected from the group consisting of: H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or  
substituted by one or more halo substituents;

Q is selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het; wherein said C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

~~n is 2-8~~ n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R<sup>1</sup> and R<sup>2</sup> are independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>1</sub>-C<sub>6</sub> alkyl-Het, -C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any of said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>3</sup> is the same or different and is independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and

-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>4</sup> and R<sup>5</sup> is independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,

-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,

-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,

-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>10</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl,

-C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

each R<sup>11</sup> and each R<sup>12</sup> are independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl,

C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and

-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>11</sup> and R<sup>12</sup> together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

R<sup>13</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl,

-C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl,

C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het,

-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-Het,

-C<sub>0</sub>-C<sub>6</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-

Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-

Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar,

-C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl,

-C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where x is 0, 1

or 2, or R<sup>14</sup> and R<sup>15</sup>, together with the nitrogen to which they are attached, form a 4-7

membered heterocyclic ring which optionally contains one or more additional

heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally

substituted by one or more of the substituents independently selected from the group

halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -N(unsubstituted

C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>6</sub> alkyl, -CO<sub>2</sub>H,

-CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl),  
-CON(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>,  
-SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted  
C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl);

R<sup>16</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar or -C<sub>0</sub>-C<sub>6</sub> alkyl-Het; and

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar or -C<sub>0</sub>-C<sub>6</sub> alkyl-Het;

provided that X is not COOR<sup>10</sup> when Y is -O-, p is 0-8, n is 2-8, m is 1, q is 0  
or 1, t is 0, each R<sup>1</sup> and R<sup>2</sup> is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -OH,  
-O-C<sub>1</sub>-C<sub>6</sub> alkyl, -SH, and -S-C<sub>1</sub>-C<sub>6</sub> alkyl, each R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup> and R<sup>9</sup> are  
independently H or C<sub>1</sub>-C<sub>4</sub> alkyl, k is 0 or 1, W<sup>3</sup> is H, W<sup>1</sup> and W<sup>2</sup> are each  
independently selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl and aryl and R<sup>3</sup> and Q are as defined  
above; or

provided that the compound is not

5-[3-[[[(3,4-dichlorophenyl)methyl][2-(2-naphthalenyl)ethyl]amino]propoxy]-  
3-methoxy-1,2-benzenedicarboxylic acid

5-[3-[[[(3,4-dichlorophenyl)methyl][2-(2-naphthalenyl)ethyl]amino]propoxy]-  
3-methoxy-1,2-benzenedicarboxylic acid, dimethyl ester

4-[[[2-(4-carboxyphenoxy)ethyl][2-[2-[(5-  
phenylpentyl)oxy]phenyl]ethyl]amino]methyl] benzoic acid

4-[[[2-[4-(ethoxycarbonyl)phenoxy]ethyl][2-[2-  
(octyloxy)phenyl]ethyl]amino]methyl]-benzoic acid methyl ester,

4-[[[2-(4-carboxyphenoxy)ethyl][2-[2-(octyloxy)phenyl]ethyl]amino]methyl],  
benzoic acid,

α-[[[3-(4-fluorophenyl)-1,1-dimethylpropyl](phenylmethyl)amino]methyl]-  
3-(phenylmethoxy)-benzenemethanol hydrochloride,

N-[2-(4-amino-3,5-dichlorophenyl)ethyl]-4-fluoro-N-(phenylmethyl)-  
benzenepropanamine monohydrochloride,

N-[2-(4-amino-3,5-dichlorophenyl)ethyl]-4-chloro-N-(phenylmethyl)-  
benzenepropanamine monohydrochloride,

4-amino-3,5-dichloro- $\alpha$ -[[[3-(4-fluorophenyl)propyl](phenylmethyl)amino]methyl]-benzenemethanol monohydrochloride,

4-amino-3,5-dichloro- $\alpha$ -[[[3-(4-chlorophenyl)propyl](phenylmethyl)amino]methyl]-benzenemethanol monohydrochloride,

2-chloro-5-[2-[[3-(4-fluorophenyl)-1-methylpropyl](phenylmethyl)amino]-1-hydroxyethyl]-benzamide monohydrochloride,

4-[2-[[2-hydroxy-2-[4-(phenylmethoxy)phenyl]ethyl](phenylmethyl)amino]ethoxy]-benzeneacetamide,

4-[2-[[2-[3,4-bis(phenylmethoxy)phenyl]ethyl](phenylmethyl)amino]ethoxy]-benzenesulfonamide monohydrochloride,

(R)-3-(phenylmethoxy)- $\alpha$ -[[[3-[3-(phenylmethoxy)phenyl]propyl](phenylmethyl)amino]methyl]-benzenemethanol

2,2-dichloro-acetic acid (R)-{benzyl-[3-(3-benzyloxy-phenyl)-propyl]-amino}-(3-benzyloxy-phenyl)-ethyl ester,

3-amino- $\alpha$ -[[[3-(3,4-dimethoxyphenyl)-1-methylpropyl](phenylmethyl)amino]methyl]-4-(phenylmethoxy)-benzenemethanol,

$\alpha$ -[[[3-(3,4-dimethoxyphenyl)-1-methylpropyl](phenylmethyl)amino]methyl]-3-nitro-4-(phenylmethoxy)-benzenemethanol,

$\alpha$ -[[[3-(3,4-dimethoxyphenyl)-1-methylpropyl](phenylmethyl)amino]methyl]-3-nitro-5-(phenylmethoxy)-benzenemethanol,

3-amino- $\alpha$ -[[[3-(3,4-dimethoxyphenyl)-1-methylpropyl](phenylmethyl)amino]methyl]-5-(phenylmethoxy)-benzenemethanol, or

4-[2-[[2-(4-fluorophenoxy)ethyl](phenylmethyl)amino]ethyl]-1-piperazineacetic acid ethyl ester;

or a pharmaceutically acceptable salt or solvate thereof.

50. (New): The compound according to claim 49, wherein p is 0, 1 or 2.

51. (New): The compound according to claim 49, wherein t is 0.
52. (New): The compound according to claim 49, wherein R<sup>1</sup> and R<sup>2</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are attached form a 3-5 membered carbocyclic ring.
53. (New): The compound according to claim 49, wherein k is 0 or 1.
54. (New): The compound according to claim 49, wherein R<sup>3</sup> is selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl and C<sub>1</sub>-C<sub>4</sub> alkoxy.
55. (New): The compound according to claim 49, wherein X is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, cyano, -COR<sup>13</sup>, -COOR<sup>10</sup>, -OCOR<sup>13</sup>, -N(R<sup>17</sup>)CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)COR<sup>13</sup>, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)SO<sub>2</sub>R<sup>16</sup>, and a 5 or 6-membered heterocyclic group or X and an adjacent R<sup>3</sup>, taken together with the atoms to which they are bonded, form an alkylenedioxy moiety.
56. (New): The compound according to claim 55, wherein R<sup>10</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl or phenyl; R<sup>13</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or -C<sub>0</sub>-C<sub>4</sub> alkyl-phenyl; R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-C<sub>1</sub>-C<sub>4</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>14</sup> and R<sup>15</sup>, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl),

-N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), unsubstituted  
-OC<sub>1</sub>-C<sub>4</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH<sub>2</sub>,  
-CONH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted  
C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl) and  
-SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl); R<sup>16</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or  
phenyl; and R<sup>17</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl.

57. (New): The compound according to claim 49 wherein each R<sup>4</sup> and R<sup>5</sup> are  
independently selected from H and C<sub>1</sub>-C<sub>3</sub> alkyl.

58. (New): The compound according to claim 49, wherein q is 1.

59. (New): The compound according to claim 49, wherein R<sup>8</sup> and R<sup>9</sup> are each  
H.

60. (New): The compound according to claim 49, wherein Q is a substituted  
or unsubstituted phenyl or furanyl group or a benzo[1,3]dioxyl or benzo[1,4]dioxyl  
group containing one, two or three substituents selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl;  
C<sub>1</sub>-C<sub>4</sub> alkylthio; or -NR<sup>Q1</sup>R<sup>Q2</sup>, where R<sup>Q1</sup> and R<sup>Q2</sup> taken together with the nitrogen to  
which they are attached form a 4-7 membered heterocyclic ring, which may optionally  
contain one or more additional heteroatoms selected from N, O and S.

61. (New): The compound according to claim 60, wherein said substituents  
are selected from fluoro, chloro, trifluoromethyl, tert-butyl, isopropyl, methylthio and  
piperidin-1-yl.

62. (New): The compound according to claim 49, wherein m is 0 or m is 1  
and R<sup>6</sup> and R<sup>7</sup> are each H.

63. (New): The compound according to claim 49, wherein W<sup>1</sup> is phenyl,  
naphthyl, thienyl, pyridyl, furanyl, pyrrolyl, cyclohexyl, cyclopentyl, morpholinyl, or

pyrrolidinyl, where each phenyl, naphthyl, thienyl, pyridyl, furanyl, pyrrolyl, cyclohexyl, cyclopentyl, morpholinyl, or pyrrolidinyl may be optionally substituted from 1 to 3 times with one or more of the substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, -OH, halo, -O-C<sub>1</sub>-C<sub>4</sub> alkyl, and -C<sub>1</sub>-C<sub>4</sub> haloalkyl.

64. (New): The compound according to claim 49, wherein W<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, aryl, Het hydroxy, aryloxy-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, -OCOC<sub>1</sub>-C<sub>4</sub> alkyl, -OCOaryl, or -NR<sup>W1</sup>R<sup>W2</sup>, where R<sup>W1</sup> and R<sup>W2</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl or taken together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring, which may optionally contain one or more additional heteroatoms selected from N, O and S.

65. (New): The compound according to claim 49, wherein W<sup>3</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl.

66. (New): The compound according to claim 49, wherein X is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, cyano, -COR<sup>13</sup>, -COOR<sup>10</sup>, -OCOR<sup>13</sup>, -N(R<sup>17</sup>)CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)COR<sup>13</sup>, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)SO<sub>2</sub>R<sup>16</sup>, and a 5 or 6-membered heterocyclic group or X and an adjacent R<sup>3</sup>, taken together with the atoms to which they are bonded, form an alkylenedioxy moiety, where R<sup>10</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl or phenyl, R<sup>13</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or -C<sub>0</sub>-C<sub>4</sub> alkyl-phenyl, R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-C<sub>1</sub>-C<sub>4</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>14</sup> and R<sup>15</sup>, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said

C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), R<sup>16</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or phenyl, and R<sup>17</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl; p is 0, 1 or 2; R<sup>1</sup> and R<sup>2</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are attached form a 3-5 membered carbocyclic ring; k is 0 or k is 1 and R<sup>3</sup> is halo, C<sub>1</sub>-C<sub>4</sub> alkyl or C<sub>1</sub>-C<sub>4</sub> alkoxy; n is 3 and each R<sup>4</sup> and R<sup>5</sup> are independently selected from H and C<sub>1</sub>-C<sub>3</sub> alkyl; Z is CH or N; Y is -O- or -C(R<sup>4</sup>)(R<sup>5</sup>)-; q is 1; R<sup>8</sup> and R<sup>9</sup> are each H; Q is a substituted or unsubstituted phenyl or furanyl group or a benzo[1,3]dioxyl or benzo[1,4]dioxyl group, where the substituted phenyl or furanyl group contains one, two or three substituents selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl; C<sub>1</sub>-C<sub>4</sub> alkylthio; or -NR<sup>Q1</sup>R<sup>Q2</sup>, where R<sup>Q1</sup> and R<sup>Q2</sup> taken together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring, which may optionally contain one or more additional heteroatoms selected from N, O and S; t is 0 or 1; m is 0 or 1; R<sup>6</sup> and R<sup>7</sup> are independently selected from H and C<sub>1</sub>-C<sub>4</sub> alkyl; W<sup>1</sup> is methyl, unsubstituted phenyl, naphthyl, pyridyl, thienyl or pyrrolyl or substituted phenyl or pyridyl containing one or two substituents independently selected from halo, alkyl and alkoxy, specifically, chloro, methyl and methoxy; W<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, aryl, Het hydroxy, aryloxy-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, -OCOC<sub>1</sub>-C<sub>4</sub> alkyl, -OCOaryl, or -NR<sup>W1</sup>R<sup>W2</sup>, where R<sup>W1</sup> and R<sup>W2</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl or taken together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring, which may optionally contain one or more additional heteroatoms selected from N, O and S; W<sup>3</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl; or a pharmaceutically acceptable salt or solvate thereof.

67. (New): The compound according to claim 49, wherein X is chloro, bromo, cyano, carboxy-, methylcarboxy-, hydroxy, methoxy, methyl, trifluoromethyl,

1,3-dihydroxy-prop-2-yl (-CH(CH<sub>2</sub>OH)<sub>2</sub>), isopropyl, n-butyl, isobutyl,  
2,2-dimethylpropyl, phenylcarbonyl, triazolyl, tetrazolyl, -NH<sub>2</sub>, -NHCH<sub>3</sub>,  
-NHCH<sub>2</sub>CH<sub>3</sub>, -NHCH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-NHCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHCH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, -NHCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
-NHCH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -NH-cyclopentyl, -NH-phenyl, -NHCH<sub>2</sub>-cyclopropyl,  
-NHCH(CH<sub>3</sub>)<sub>2</sub>, -NHCH<sub>2</sub>CF<sub>3</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, -N(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -NHCH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>,  
-NHCH<sub>2</sub>CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -NHCH<sub>2</sub>CH<sub>2</sub>OH, -NHCH<sub>2</sub>CO<sub>2</sub>H, -N(CH<sub>3</sub>)CH<sub>2</sub>CO<sub>2</sub>H,  
-NHC(CH<sub>3</sub>)<sub>2</sub>CO<sub>2</sub>H, -NHCH(CH<sub>3</sub>)CO<sub>2</sub>H, -(R)-NHCH(CH<sub>3</sub>)CO<sub>2</sub>H,  
-(S)-NHCH(CH<sub>3</sub>)CO<sub>2</sub>H, -NHCH<sub>2</sub>-1H-imidazol-2-yl, -NHCH<sub>2</sub>-(1-CH<sub>3</sub>-imidazol-2-yl,  
-NH-(pyrimidin-2-yl), -morpholin-4-yl, -thiomorpholin-4-yl, -piperidin-1-yl,  
-piperidin-1-yl-(4-carboxylic acid), -piperidin-1-yl-(4-acetic acid),  
-piperidin-4-yl-(1-acetic acid), -2,5-dimethyl-pyrrol-1-yl, -pyrrolidin-1-yl,  
-((R)-2-CO<sub>2</sub>H-pyrrolidin-1-yl), -((S)-2-CO<sub>2</sub>H-pyrrolidin-1-yl), -piperazin-1-yl,  
-(4-methyl-piperazin-1-yl), -piperazin-1-yl-(4-acetic acid),  
-NHCH<sub>2</sub>-(5-bromo-thien-2-yl), -NHCH<sub>2</sub>-1H-imidazol-2-yl,  
-NHCH<sub>2</sub>-(1-methyl-imidazol-2-yl, -NHCOCH<sub>3</sub>, -N(CH<sub>3</sub>)COCH<sub>3</sub>, -NHCO<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
-NHCOCH<sub>2</sub>CH<sub>3</sub>, -NHCOC(CH<sub>3</sub>)<sub>2</sub>, -NHCO-furan-2-yl, -N(CH<sub>3</sub>)CO-furan-2-yl,  
-NHCO-thien-2-yl, -NHCO-cyclopropyl, -NHCO-(5-bromo-thien-2-yl,  
-NHCO-(2,5-dimethyl-pyrrol-3-yl), -NHCO<sub>2</sub>CH<sub>3</sub>, -N(CH<sub>3</sub>)SO<sub>2</sub>CH<sub>3</sub>, -NHCO<sub>2</sub>CF<sub>3</sub>,  
-NHCO<sub>2</sub>phenyl, -N(CH<sub>3</sub>)SO<sub>2</sub>phenyl, -NHCO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHCO<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-NHCO<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHCO<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -NHCONH(2-chlorophenyl),  
-N(CH<sub>3</sub>)CONH(3,5-dimethoxyphenyl), -N(CH<sub>3</sub>)CONH(2-chlorophenyl),  
-N(CH<sub>3</sub>)CO-(benzo[1,3]diox-5-yl), -SO<sub>2</sub>NHCH<sub>3</sub>, and -SO<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>; p is 0, 1 or 2; R<sup>1</sup>  
and R<sup>2</sup> are H C<sub>1</sub>-C<sub>4</sub> alkyl or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are  
attached form a 3, 4 or 5 membered carbocyclic ring; Z is CH or N; k is 0 or k is 1  
and R<sup>3</sup> is methyl, trifluoromethyl, chloro or methoxy; n is 3 and R<sup>4</sup> and R<sup>5</sup> are  
independently selected from H and methyl; Y is -O- or -C(R<sup>4</sup>)(R<sup>5</sup>)-; q is 1; R<sup>8</sup> and R<sup>9</sup>  
are each H; Q is 2-chloro-3-(trifluoromethyl)phenyl, 3-methyl-4-fluoro-phenyl,  
4-tert-butyl-phenyl, 4-(methylthio)phenyl, 2,4,5-trifluoro-phenyl, 4-isopropyl-phenyl,  
5-(piperidin-1-yl)-furan-2-yl, benzo[1,3]diox-5-yl, or  
2,3-dihydrobenzo[1,4]dioxin-6-yl; t is 0 or 1; m is 0 or 1; R<sup>6</sup> and R<sup>7</sup> are

independently selected from H and methyl; W<sup>1</sup> is methyl, phenyl, naphth-1-yl, pyrid-2-yl, 4-methyl-pyrid-2-yl, thien-2-yl, thien-3-yl, pyrrol-2-yl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 2-methoxyphenyl, or 4-methoxyphenyl; W<sup>2</sup> is methyl, ethyl, ethynyl, isopropyl, n-butyl, 2-methylpropyl, trifluoromethyl, cyclohexyl, unsubstituted phenyl, hydroxy, methoxy, phenoxy, dimethylamino, morpholin-4-yl, phenylcarbonyloxy, or methylcarbonyloxy; W<sup>3</sup> is H or methyl; or a pharmaceutically acceptable salt or solvate thereof.

68. (New): A compound selected from:

2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-dephenylethyl)amino]propoxy}phenyl)-ethanol; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]propoxy}-phenyl)acetic acid, N-oxide; (3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]propoxy}-bromobenzene; (4-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]propoxy}-bromobenzene; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenylethyl)-{3-[3-(1,2,4-triazol-3-ylmethyl)-phenoxy]-propyl}-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(1,2,3,4-tetrazol-5-ylmethyl)-phenoxy]-propyl}-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2-cyclohexyl-2-phenyl-ethyl)-{3-[3-(1,2,3,4-tetrazol-5-ylmethyl)-phenoxy]-propyl}-amine; (S)-(2-Chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-{3-[3-(1,2,3,4-tetrazol-3-ylmethyl)-phenoxy]-propyl}-amine; (R)-(2-Chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-{3-[3-(1,2,3,4-tetrazol-3-ylmethyl)-phenoxy]-propyl}-amine; (S)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2-phenyl-propyl)amino]propoxy}-phenyl)acetic acid; (R)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2-phenyl-propyl)amino]propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl] naphthalen-1-ylmethyl-amino]propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl]-benzylamino]propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)-benzyl]phenethylamino]propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2-hydroxy-2-phenyl-ethyl)amino]propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-Chloro-3-

(trifluoromethyl)benzyl](2-acetoxy-2-phenyl-ethyl)amino]propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-phenoxy-2-phenyl-ethyl)amino]propoxy}-phenyl)acetic acid; Benzoic acid 2-[3-(3-carboxymethyl-phenoxy){2-chloro-3-(trifluoromethyl)benzyl}propylamino]-1-phenyl ethyl ester; (3-{3-[(2-Acetoxy-2-phenyl-ethyl)-(2-chloro-3-trifluoromethyl-benzyl)-amino]-propoxy}-phenyl)-acetic acid methyl ester; Benzoic acid 2-[3-(3-methoxycarbonylmethyl-phenoxy){2-chloro-3-(trifluoromethyl)benzyl}propylamino]-1-phenyl ethyl ester; (3-{4-[(2-Chloro-3-(trifluoromethyl)benzyl)-(2,2-diphenylethyl)-amino]butyl}phenyl)-acetic acid; (3-{3-[(4-Fluoro-3-methyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-acetic acid; (3-{3-[Benzo[1,3]dioxol-5-ylmethyl-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-acetic acid; (3-{3-[(4-tert-Butyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-acetic acid; (3-{3-[(2,3-Dihydro-benzo[1,4]dioxin-6-ylmethyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-acetic acid; (3-{3-[(4-Methylsulfanyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-acetic acid; (3-{3-[(R)-2-Phenyl-propyl)-(2,4,5-trifluoro-benzyl)-amino]-propoxy}-phenyl)-acetic acid; (3-{3-[(R)-2-Phenyl-propyl)-(5-piperidin-1-yl-furan-2-ylmethyl)-amino]-propoxy}-phenyl)-acetic acid; (3-{3-[(4-Isopropyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-acetic acid; 2-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-propane-1,3-diol; N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-carbamic acid tert-butyl ester; 3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethylamino]-propoxy}-phenylamine; N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetamide; Furan-2-carboxylic acid N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-amide; N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-methanesulfonamide; N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-benzenesulfonamide; 1-(2-Chloro-phenyl)-3-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-urea; N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-N-methyl-amine; N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-

phenyl)-N-methyl-acetamide; Furan-2-carboxylic acid N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-N-methyl-amide; N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-N-methyl-methanesulfonamide; (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-N-methyl-benzenesulfonamide; 3-(2-Chloro-phenyl)-1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-1-methyl-urea; Benzo[1,3]dioxole-5-carboxylic acid N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-N-methyl-amide; 1-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-3-(3,5-dimethoxy-phenyl)-1-methyl-urea; Propane-1-sulfonic acid (5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-2-methyl-phenyl)-amide; 3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-2-methyl-phenylamine; 2-Chloro-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenylamine; 3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-cyclopentyl-amine, (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-isopropyl-amine, Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-ethyl-amine, (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-(3-methyl-butyl)-amine, (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-isobutyl-amine, (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-(2,2,2-trifluoroethyl)-amine, (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-cyclopropylmethyl-amine, (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-(2-ethyl-butyl)-amine, (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-(2,2-dimethyl-propyl)-amine, (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-hexyl-amine, Butyl-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-amine, [1-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}-phenyl)-piperidine-4-carboxylic acid, [1-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-

diphenylethyl)-amino]-propoxy}-phenyl-piperidine-4-yl-acetic acid; 4-(3-{3-[(2-Chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl-amino)-propoxy}-phenyl)-piperidin-1-yl]-acetic acid, *rac*-±-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(trifluoro-phenyl-propyl)-amino]-propoxy}-phenyl)-acetic acid; *rac*-±-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2-dimethylamino-2-phenyl-ethyl)-amino]-propoxy}-phenyl)-acetic acid; *rac*-±-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2-morpholin-4-yl-2-phenyl-ethyl)-amino]-propoxy}-phenyl)-acetic acid; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(6-morpholin-4-yl-pyridin-2-yloxy)-propyl]-amine; [3-(6-Chloro-pyridin-2-yloxy)-propyl]-(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[6-(4-methyl-piperazin-1-yl)-pyridin-2-yloxy]-propyl}-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(6-piperazin-1-yl-pyridin-2-yloxy)-propyl]-amine; 4-(6-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)- amino]-propoxy}-pyridin-2-yl)-piperazin-1-yl]-acetic acid; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](*S*)-2-phenyl-propyl]amino]- (*R*)-1-methyl-propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](*S*)-2-phenyl-propyl]amino]- (*R*)-1-methyl-propoxy}-phenyl) ethanol; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](*S*)-2-phenyl-propyl]amino]- (*R*)-2-methyl-propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](*S*)-2-phenyl-propyl]amino]- (*R*)-2-methyl-propoxy}-phenyl) ethanol; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](*R*)-2-phenyl-propyl]amino]- (*R*)-2-methyl-propoxy}-phenyl)acetic acid; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](*R*)-2-phenyl-propyl]amino]- (*R*)-2-methyl-propoxy}-phenyl)ethanol; (*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)ethanol; 3-{3-[(3-Chloro-2-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy-*N,N*-dimethyl-benzenesulfonamide, Cyclopropanecarboxylic acid 3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzylamide; N -(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzyl)-isobutyramide; Acetic acid (3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzylcarbamoyl)-methyl ester; N- -(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzyl)-propionamide; 2,5-

Dimethyl-2-H -pyrazole-3-carboxylic acid 3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzylamide; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-(3-*o*-tolylloxy-propyl)-amine; 2-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzonitrile; 3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzonitrile; [3-(3-Chloro-phenoxy)-propyl]-(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(2-methoxy-phenoxy)-propyl]-amine; [3-(2-Chloro-phenoxy)-propyl]-(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-(3-phenoxy-propyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-isopropyl-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(4-methoxy-phenoxy)-propyl]-amine; 3-{3-[(Chloro-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenol; 2-{3-[(Chloro-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenol; 3-{3-[(Chloro-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenylamine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-trifluoromethyl-phenoxy)-propyl]-amine;

1-(3-{3-[(Chloro-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanone;

(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-phenyl-amine; [3-(Benzo[1,3]dioxol-5-yloxy)-propyl]-(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-(3-*m*-tolylloxy-propyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-methoxy-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-isobutyl-phenoxy)-propyl]-amine; [3-(3-Butyl-phenoxy)-propyl]-(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-{3-[3-(2,2-dimethyl-propyl)-phenoxy]-propyl}-(2,2-diphenyl-ethyl)-amine; (4-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzyl)-methyl-amine; (2-Chloro-3-trifluoromethyl-benzyl)-[3-(4-dimethylaminomethyl-phenoxy)-propyl]-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(4-

morpholin-4-ylmethyl-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[4-(4-methyl-piperazin-1-ylmethyl)-phenoxy]-propyl}-amine; (3-{3-[(Chloro-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzyl)-methyl-amine; (2-Chloro-3-trifluoromethyl-benzyl)-[3-(3-dimethylaminomethyl-phenoxy)-propyl]-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-morpholin-4-ylmethyl-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(4-methyl-piperazin-1-ylmethyl)-phenoxy]-propyl}-amine; (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-benzyl)-isopropyl-amine; {3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-4-trifluoromethyl-phenylamine; {3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-4-methyl-phenylamine; Ethanesulfonic acid (3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-4-methyl-phenyl)-amide; Propane-2-sulfonic acid (3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-4-methyl-phenyl)-amide; Methanesulfonic acid (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-4-methyl-phenyl)-amide; 2,2,2-Trifluoro-ethanesulfonic acid (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-4-methyl-phenyl)-amide; Ethanesulfonic acid (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-phenyl)-amide; 2,2,2-Trifluoro-ethanesulfonic acid (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-phenyl)-amide; N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-phenyl)-1,1,1-trifluoro-methanesulfonamide; Propane-2-sulfonic acid (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-phenyl)-amide; {3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-4-methoxy-phenylamine; Ethanesulfonic acid (3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl-amino)]-propoxy}-4-methoxy-phenyl)-amide; (2-Chloro-3-trifluoromethyl-benzyl)-{3-[3-(2-morpholin-4-yl-ethyl)-phenoxy]-propyl}-((S)-2-phenyl-propyl amine; (2-Chloro-3-trifluoromethyl-benzyl)-{3-[3-(2-ethylamino-ethyl)-phenoxy]-propyl}-((S)-2-phenyl-propyl)-amine; (3-{(R)-3-[(2-Chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-

butoxy}-phenyl)-acetic acid; (3-{(S)-3-[(2-Chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-butoxy}-phenyl)-acetic acid; 2-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-ethanol; 2-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-2-methyl-propionic acid; 2-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-2-methyl-propionic acid; (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2-thiophen-3-yl-propyl)-amino]-propoxy}-phenyl)-acetic acid; 2-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2-thiophen-3-yl-propyl)-amino]-propoxy}-phenyl)-ethanol; (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2-thiophen-2-yl-propyl)-amino]-propoxy}-phenyl)-acetic acid; (3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2-pyridin-2-yl-propyl)-amino]-propoxy}-phenyl)-acetic acid; [3-(3-{(2-Chloro-3-trifluoromethyl-benzyl)-[2-(4-methyl-pyridin-2-yl)-propyl]-amino}-propoxy)-phenyl]-acetic acid; [3-(3-{(2-Chloro-3-trifluoromethyl-benzyl)-[3,3,3-trifluoro-2-(1H-pyrrol-2-yl)-propyl]-amino}-propoxy)-phenyl]-acetic acid; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-(3-{3-[2-(4-methyl-piperazin-1-yl)-ethyl]-phenoxy}-propyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(2-methylamino-ethyl)-phenoxy]-propyl}-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-{2-[(1H-imidazol-2-ylmethyl)-amino]-ethyl}-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(2-ethylamino-ethyl)-phenoxy]-propyl}-amine; [3-(3-{2-[(5-Bromo-thiophen-2-ylmethyl)-amino]-ethyl}-phenoxy)-propyl)-(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-{2-[(thiophen-2-ylmethyl)-amino]-ethyl}-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-{3-[3-(2-dimethylamino-ethyl)-phenoxy]-propyl)-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(2-pyrrolidin-1-yl-ethyl)-phenoxy]-propyl}-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(2-morpholin-4-yl-ethyl)-phenoxy]-propyl}-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{(R)-1-methyl-3-[3-(2-morpholin-4-yl-ethyl)-phenoxy]-propyl}-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{(R)-2-methyl-3-[3-(2-morpholin-4-yl-ethyl)-phenoxy]-propyl}-amine; {3-[3-(2-Amino-ethyl)-phenoxy]-

propyl)-(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amine; [2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethyl]-isopropyl-amine; [2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethyl]-propyl-amine; 2-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethylamino]-ethanol; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-{2-[(1-methyl-1H-imidazol-2-ylmethyl)-amino]-ethyl}-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(2-thiomorpholin-4-yl-ethyl)-phenoxy]-propyl}-amine; [2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethylamino]-acetic acid; [2-(3-{(R)-3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-butoxy}-phenyl)-ethylamino]-acetic acid; {[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethyl]-methyl-amino}-acetic acid; 2-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethylamino]-2-methyl-propionic acid; (S)-2-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethylamino]-propionic acid; (R)-1-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethyl]-pyrrolidine-2-carboxylic acid; (S)-1-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethyl]-pyrrolidine-2-carboxylic acid; [2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethyl]-pyrimidin-2-yl-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-morpholin-4-yl-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-piperidin-1-yl-phenoxy)-propyl]-amine; (3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-diethyl-amine; (2-Chloro-3-trifluoromethyl-benzyl)-{3-[3-(2,5-dimethyl-pyrrol-1-yl)-phenoxy]-propyl}-(2,2-diphenyl-ethyl)-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-piperazin-1-yl-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-[3-(3-piperazin-1-yl-phenoxy)-propyl]-amine; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[(R)-2-methyl-3-(3-piperazin-1-yl-phenoxy)-propyl]-amine, (2-Chloro-3-trifluoromethyl-benzyl)-isobutyl-[3-(3-piperazin-1-yl-phenoxy)-propyl]-amine; [4-(3-{3-[(2-chloro-3-trifluoromethyl-

benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-piperazin-1-yl]-acetic acid; [4-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-piperazin-1-yl]-acetic acid; [4-(3-{(R)-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-methyl-propoxy}-phenyl)-piperazin-1-yl]-acetic acid; [4-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-isobutyl-amino]-propoxy}-phenyl)-piperazin-1-yl]-acetic acid; (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(4-methyl-piperazin-1-yl)-phenoxy]-propyl}-amine, (2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-pyrrolidin-1-yl-phenoxy)-propyl]-amine; (3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenylamino)-acetic acid; [(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-methyl-amino]-acetic acid; N-(2,2-Diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-[3-(2-methyl-2-aminopropyl)phenoxy]propylamine, N-(2,2-Diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-[2-hydroxymethyl]phenoxy)propylamine, N-(2,2-Diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-[2-hydroxy-2-methylpropyl]phenoxy)propylamine; N-(2,2-Diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-N-methylsulfonamidophenoxy)propylamine, N-(2-[2-Chlorophenyl]-propyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-[3-Chlorophenyl]-propyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-[4-Chlorophenyl]-propyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-[2-Methoxyphenyl]-propyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-[4-Methoxyphenyl]-propyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-Phenyl-4-methylpentyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-Phenylbutyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-[2-Methyl-2-phenyl]propyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-Phenyl-3-methylbutyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, N-(2-Phenylhexyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-

carboxymethylenephenoxy)propylamine, N-(2-Phenyl-3-butynyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine; (S)-N-(2-Phenyl-2-methoxyethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine,  
(R)-N-(2-Phenyl-2-methoxyethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine, (R)-N-(2-Phenyl-2-methoxyethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-[2-hydroxy-2-methylpropyl]phenoxy)propylamine; 2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2-methyl-propyl)amino]-propoxy}-phenyl)acetic acid; 1-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-cyclobutanecarboxylic acid; 1-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-cyclopentanecarboxylic acid; 1-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-amino]-propoxy}-phenyl)-cyclopropanecarboxylic acid;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

69. (New): The compound according to claim 68, selected from:

2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-dephenylethyl)amino]propoxy}phenyl)-ethanol,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenylethyl)-{3-[3-(1,2,4-triazol-3-ylmethyl)-phenoxy]-propyl}-amine,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(1,2,3,4-tetrazol-5-ylmethyl)-phenoxy]-propyl}-amine,  
(2-chloro-3-trifluoromethyl-benzyl)-(2-cyclohexyl-2-phenyl-ethyl)-{3-[3-(1,2,3,4-tetrazol-5-ylmethyl)-phenoxy]-propyl}-amine,  
(S)-(2-chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-{3-[3-(1,2,3,4-tetrazol-3-ylmethyl)-phenoxy]-propyl}-amine,  
(R)-(2-chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-{3-[3-(1,2,3,4-tetrazol-3-ylmethyl)-phenoxy]-propyl}-amine,

2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl]-benzylamino]propoxy}-phenyl)acetic acid,  
2-(3-{3-[[2-chloro-3-(trifluoromethyl)-benzyl]phenethylamino]propoxy}-phenyl)acetic acid,  
2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-hydroxy-2-phenylethyl)amino]propoxy}-phenyl)acetic acid,  
2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-acetoxy-2-phenylethyl)amino]propoxy}-phenyl)acetic acid,  
2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-phenoxy-2-phenylethyl)amino]propoxy}-phenyl)acetic acid,  
(3-{3-[(2-acetoxy-2-phenyl-ethyl)-(2-chloro-3-trifluoromethyl-benzyl)-amino]propoxy}-phenyl)-acetic acid methyl ester,  
benzoic acid 2-[3-(3-methoxycarbonylmethyl-phenoxy){2-chloro-3-(trifluoromethyl)benzyl}propylamino]-1-phenyl ethyl ester,  
(3-{4-[(2-chloro-3-(trifluoromethyl)benzyl)-(2,2-diphenylethyl)-amino]butyl}phenyl)-acetic acid,  
2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-dephenylethyl)amino]propoxy}phenyl)-ethanol,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenylethyl)-{3-[3-(1,2,4-triazol-3-ylmethyl)-phenoxy]-propyl}-amine,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(1,2,3,4-tetrazol-5-ylmethyl)-phenoxy]-propyl}-amine,  
(S)-(2-chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-{3-[3-(1,2,3,4-tetrazol-3-ylmethyl)-phenoxy]-propyl}-amine,  
(R)-(2-chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-{3-[3-(1,2,3,4-tetrazol-3-ylmethyl)-phenoxy]-propyl}-amine,  
(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-phenyl-propyl)amino]propoxy}-phenyl)acetic acid,  
furan-2-carboxylic acid N-(3-{3-[(2-Chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-amide,

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-phenyl-propyl)amino]propoxy}-phenyl)acetic acid,  
2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-acetoxy-2-phenyl-ethyl)amino]propoxy}-phenyl)acetic acid,  
(3-{3-[(2-acetoxy-2-phenyl-ethyl)-(2-chloro-3-trifluoromethyl-benzyl)-amino]-propoxy}-phenyl)-acetic acid methyl ester,  
(3-{4-[(2-chloro-3-(trifluoromethyl)benzyl)-(2,2-diphenylethyl)-amino]butyl}phenyl)-acetic acid,  
1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-cyclobutanecarboxylic acid,  
N-(2,2-diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-[2-hydroxy-2-methylpropyl]phenoxy)propylamine,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-{2-[(1H-imidazol-2-ylmethyl)-amino]-ethyl}-phenoxy)-propyl]-amine,  
N-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-methanesulfonamide,  
N-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-N-methyl-amine,  
[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethylamino]-acetic acid,  
(R)-1-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethyl]-pyrrolidine-2-carboxylic acid,  
N-(2-[3-chlorophenyl]-propyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine,  
(2-chloro-3-trifluoromethyl-benzyl)-{3-[3-(2-morpholin-4-yl-ethyl)-phenoxy]-propyl}-((S)-2-phenyl-propyl amine,  
[4-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-piperazin-1-yl]-acetic acid,  
2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-2-methyl-propionic acid,

(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(4-methyl-piperazin-1-yl)-phenoxy]-propyl}-amine,  
(3-{(R)-3-[(2-chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-butoxy}-phenyl)-acetic acid,  
[1-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}-phenyl)-piperidine-4-carboxylic acid,  
[4-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-piperazin-1-yl]-acetic acid,  
[4-(3-{(R)-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-methyl-propoxy}-phenyl)-piperazin-1-yl]-acetic acid,  
and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

70. (New): The compound according to claim 49, wherein  $W^1$  and  $W^2$  are not each independently  $C_3$ - $C_8$  cycloalkyl or aryl or  $W^3$  is not H or any one of  $R^6$  or  $R^7$  is not H or  $R^8$  and  $R^9$  are each  $C_1$ - $C_4$  alkyl when:

X is  $COOR^{10}$ ;

Z is CH or  $CR^3$  and k is 0-4 or Z is N and k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from optionally unsubstituted or substituted  $C_3$ - $C_8$  cycloalkyl, phenyl and monocyclic Het;

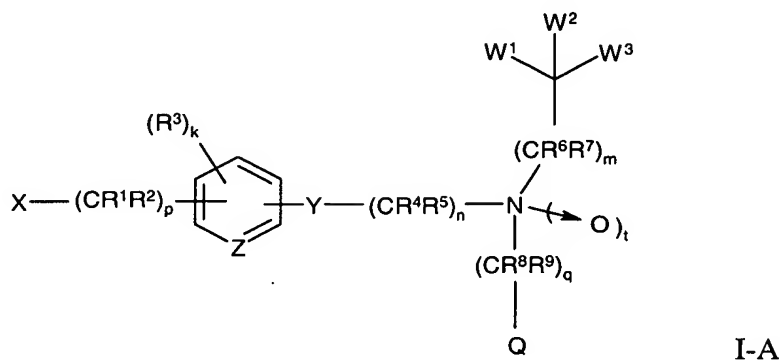
each  $R^1$  and  $R^2$  is independently selected from H,  $C_1$ - $C_6$  alkyl, -OH, -O- $C_1$ - $C_6$  alkyl, -SH, and -S- $C_1$ - $C_6$  alkyl; and

each  $R^3$  is the same or different and is independently selected from halo, cyano, nitro,  $-CONR^{12}R^{13}$ ,  $-COR^{14}$ ,  $-SR^{11}$ ,  $-SO_2R^{11}$ ,  $-SOR^{14}$ ,  $-OCOR^{14}$  and optionally unsubstituted or substituted  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_6$  alkenyl, -5-6 membered-Het,  $-C_0$ - $C_6$  alkyl- $CO_2R^{11}$ , or  $-C_0$ - $C_6$  alkyl- $NR^{12}R^{13}$ .

71. (New): A pharmaceutical composition comprising a compound according to claim 49.

72. (New): The pharmaceutical composition according to claim 71 further comprising a pharmaceutically acceptable carrier or diluent.

73. (New): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula I-A:



wherein:

X is selected from C<sub>1</sub>-C<sub>8</sub> alkyl, halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, nitro, cyano, -COOR<sup>10</sup>, -COR<sup>13</sup>, -OCOR<sup>13</sup>, -N(R<sup>17</sup>)COR<sup>13</sup>, -N(R<sup>17</sup>)CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)COOR<sup>13</sup>, -SO<sub>3</sub>H, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -C(=NR<sup>17</sup>)NR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)SO<sub>2</sub>R<sup>16</sup>, and a 5 or 6-membered heterocyclic group;

or X and an adjacent R<sup>3</sup>, taken together with the atoms to which they are bonded, form an alkylenedioxy moiety;

Z is CH, CR<sup>3</sup> or N, wherein when Z is CH or CR<sup>3</sup>, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -N(R<sup>10</sup>)-, and -C(R<sup>4</sup>)(R<sup>5</sup>)-;

W<sup>1</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, aryl and Het, wherein said C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>,

-C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said  
C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo  
substituents;

W<sup>2</sup> is selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or  
substituted by one or more halo substituents, and wherein the C<sub>3</sub>-C<sub>7</sub> cycloalkyl, Ar  
and Het moieties of said -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl are optionally unsubstituted or substituted with one or  
more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said  
C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo  
substituents;

W<sup>3</sup> is selected from the group consisting of: H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and

-C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het; wherein said C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

~~n is 2-8~~ n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R<sup>1</sup> and R<sup>2</sup> are independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>1</sub>-C<sub>6</sub> alkyl-Het, -C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any one of said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>3</sup> is the same or different and is independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>,

-C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or  
substituted by one or more halo substituents;

each R<sup>4</sup> and R<sup>5</sup> is independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>10</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

each R<sup>11</sup> and each R<sup>12</sup> are independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>11</sup> and R<sup>12</sup> together with the nitrogen to which they  
are attached form a 4-7 membered heterocyclic ring which optionally contains one or  
more additional heteroatoms selected from N, O, and S;

R<sup>13</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-Het,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-  
Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-  
Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where x is 0, 1  
or 2, or R<sup>14</sup> and R<sup>15</sup>, together with the nitrogen to which they are attached, form a 4-7  
membered heterocyclic ring which optionally contains one or more additional  
heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally  
substituted by one or more of the substituents independently selected from the group

halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>6</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl);

R<sup>16</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar or -C<sub>0</sub>-C<sub>6</sub> alkyl-Het; and

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar or -C<sub>0</sub>-C<sub>6</sub> alkyl-Het;

provided that X is not COOR<sup>10</sup> when Y is -O-, p is 0-8, n is 2-8, m is 1, q is 0 or 1, t is 0, each R<sup>1</sup> and R<sup>2</sup> is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, -O-C<sub>1</sub>-C<sub>6</sub> alkyl, -SH, and -S-C<sub>1</sub>-C<sub>6</sub> alkyl, each R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup> and R<sup>9</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl, k is 0 or 1, W<sup>3</sup> is H, W<sup>1</sup> and W<sup>2</sup> are each independently selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl and aryl and R<sup>3</sup> and Q are as defined above;

or a pharmaceutically acceptable salt or solvate thereof.

74. (New): The method according to claim 73, wherein R<sup>1</sup> and R<sup>2</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are attached form a 3-5 membered carbocyclic ring.

75. (New): The method according to claim 73, wherein X is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, cyano, -COR<sup>13</sup>, -COOR<sup>10</sup>, -OCOR<sup>13</sup>, -N(R<sup>17</sup>)CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)COR<sup>13</sup>, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)SO<sub>2</sub>R<sup>16</sup>, and a 5 or 6-membered heterocyclic group or X and an adjacent R<sup>3</sup>, taken together with the atoms to which they are bonded, form an alkylenedioxy moiety.

76. (New): The method according to 75, wherein R<sup>10</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl or phenyl; R<sup>13</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or -C<sub>0</sub>-C<sub>4</sub> alkyl-phenyl; R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-C<sub>1</sub>-C<sub>4</sub> alkyl,

-C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>14</sup> and R<sup>15</sup>, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl); R<sup>16</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or phenyl; and R<sup>17</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl.

77. (New): The method according to claim 73 wherein each R<sup>4</sup> and R<sup>5</sup> are independently selected from H and C<sub>1</sub>-C<sub>3</sub> alkyl.

78. (New): The method according to claim 73, wherein Q is a substituted or unsubstituted phenyl or furanyl group or a benzo[1,3]dioxyl or benzo[1,4]dioxyl group containing one, two or three substituents selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl; C<sub>1</sub>-C<sub>4</sub> alkylthio; or -NR<sup>Q1</sup>R<sup>Q2</sup>, where R<sup>Q1</sup> and R<sup>Q2</sup> taken together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring, which may optionally contain one or more additional heteroatoms selected from N, O and S.

79. (New): The method according to claim 73, wherein W<sup>1</sup> is phenyl, naphthyl, thienyl, pyridyl, furanyl, pyrrolyl, cyclohexyl, cyclopentyl, morpholinyl, or pyrrolidinyl, where each phenyl, naphthyl, thienyl, pyridyl, furanyl, pyrrolyl, cyclohexyl, cyclopentyl, morpholinyl, or pyrrolidinyl may be optionally substituted

from 1 to 3 times with one or more of the substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, -OH, halo, -O-C<sub>1</sub>-C<sub>4</sub> alkyl, and -C<sub>1</sub>-C<sub>4</sub> haloalkyl.

80. (New): The method according to claim 73, wherein W<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, aryl, Het hydroxy, aryloxy-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, -OCOC<sub>1</sub>-C<sub>4</sub> alkyl, -OCOaryl, or -NR<sup>W1</sup>R<sup>W2</sup>, where R<sup>W1</sup> and R<sup>W2</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl or taken together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring, which may optionally contain one or more additional heteroatoms selected from N, O and S.

81. (New): The method according to claim 73, wherein X is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, cyano, -COR<sup>13</sup>, -COOR<sup>10</sup>, -OCOR<sup>13</sup>, -N(R<sup>17</sup>)CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)COR<sup>13</sup>, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -N(R<sup>17</sup>)SO<sub>2</sub>R<sup>16</sup>, and a 5 or 6-membered heterocyclic group or X and an adjacent R<sup>3</sup>, taken together with the atoms to which they are bonded, form an alkylenedioxy moiety, where R<sup>10</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl or phenyl, R<sup>13</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or -C<sub>0</sub>-C<sub>4</sub> alkyl-phenyl, R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-C<sub>1</sub>-C<sub>4</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>2</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>14</sup> and R<sup>15</sup>, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted

C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), R<sup>16</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or phenyl, and R<sup>17</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl; p is 0, 1 or 2; R<sup>1</sup> and R<sup>2</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are attached form a 3-5 membered carbocyclic ring; k is 0 or k is 1 and R<sup>3</sup> is halo, C<sub>1</sub>-C<sub>4</sub> alkyl or C<sub>1</sub>-C<sub>4</sub> alkoxy; n is 3 and each R<sup>4</sup> and R<sup>5</sup> are independently selected from H and C<sub>1</sub>-C<sub>3</sub> alkyl; Z is CH or N; Y is -O- or -C(R<sup>4</sup>)(R<sup>5</sup>)-; q is 1; R<sup>8</sup> and R<sup>9</sup> are each H; Q is a substituted or unsubstituted phenyl or furanyl group or a benzo[1,3]dioxyl or benzo[1,4]dioxyl group, where the substituted phenyl or furanyl group contains one, two or three substituents selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl; C<sub>1</sub>-C<sub>4</sub> alkylthio; or -NR<sup>Q1</sup>R<sup>Q2</sup>, where R<sup>Q1</sup> and R<sup>Q2</sup> taken together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring, which may optionally contain one or more additional heteroatoms selected from N, O and S; t is 0 or 1; m is 0 or 1; R<sup>6</sup> and R<sup>7</sup> are independently selected from H and C<sub>1</sub>-C<sub>4</sub> alkyl; W<sup>1</sup> is methyl, unsubstituted phenyl, naphthyl, pyridyl, thienyl or pyrrolyl or substituted phenyl or pyridyl containing one or two substituents independently selected from halo, alkyl and alkoxy, specifically, chloro, methyl and methoxy; W<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, aryl, Het hydroxy, aryloxy-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, -OCOC<sub>1</sub>-C<sub>4</sub> alkyl, -OCOaryl, or -NR<sup>W1</sup>R<sup>W2</sup>, where R<sup>W1</sup> and R<sup>W2</sup> are independently H or C<sub>1</sub>-C<sub>4</sub> alkyl or taken together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring, which may optionally contain one or more additional heteroatoms selected from N, O and S; W<sup>3</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl; or a pharmaceutically acceptable salt or solvate thereof.

82. (New): The method according to claim 73, wherein X is chloro, bromo, cyano, carboxy-, methylcarboxy-, hydroxy, methoxy, methyl, trifluoromethyl, 1,3-dihydroxy-prop-2-yl (-CH(CH<sub>2</sub>OH)<sub>2</sub>), isopropyl, n-butyl, isobutyl, 2,2-dimethylpropyl, phenylcarbonyl, triazolyl, tetrazolyl, -NH<sub>2</sub>, -NHCH<sub>3</sub>, -NHCH<sub>2</sub>CH<sub>3</sub>, -NHCH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHCH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, -NHCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -NHCH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -NH-cyclopentyl, -NH-phenyl, -NHCH<sub>2</sub>-cyclopropyl,

-NHCH(CH<sub>3</sub>)<sub>2</sub>, -NHCH<sub>2</sub>CF<sub>3</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, -N(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -NHCH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>,  
-NHCH<sub>2</sub>CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -NHCH<sub>2</sub>CH<sub>2</sub>OH, -NHCH<sub>2</sub>CO<sub>2</sub>H, -N(CH<sub>3</sub>)CH<sub>2</sub>CO<sub>2</sub>H,  
-NHC(CH<sub>3</sub>)<sub>2</sub>CO<sub>2</sub>H, -NHCH(CH<sub>3</sub>)CO<sub>2</sub>H, -(R)-NHCH(CH<sub>3</sub>)CO<sub>2</sub>H,  
-(S)-NHCH(CH<sub>3</sub>)CO<sub>2</sub>H, -NHCH<sub>2</sub>-1H-imidazol-2-yl, -NHCH<sub>2</sub>-(1-CH<sub>3</sub>-imidazol-2-yl,  
-NH-(pyrimidin-2-yl), -morpholin-4-yl, -thiomorpholin-4-yl, -piperidin-1-yl,  
-piperidin-1-yl-(4-carboxylic acid), -piperidin-1-yl-(4-acetic acid),  
-piperidin-4-yl-(1-acetic acid), -2,5-dimethyl-pyrrol-1-yl, -pyrrolidin-1-yl,  
-((R)-2-CO<sub>2</sub>H-pyrrolidin-1-yl), -((S)-2-CO<sub>2</sub>H-pyrrolidin-1-yl), -piperazin-1-yl,  
-(4-methyl-piperazin-1-yl), -piperazin-1-yl-(4-acetic acid),  
-NHCH<sub>2</sub>-(5-bromo-thien-2-yl), -NHCH<sub>2</sub>-1H-imidazol-2-yl,  
-NHCH<sub>2</sub>-(1-methyl-imidazol-2-yl, -NHCOCH<sub>3</sub>, -N(CH<sub>3</sub>)COCH<sub>3</sub>, -NHCO<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
-NHCOCH<sub>2</sub>CH<sub>3</sub>, -NHCOC(CH<sub>3</sub>)<sub>2</sub>, -NHCO-furan-2-yl, -N(CH<sub>3</sub>)CO-furan-2-yl,  
-NHCO-thien-2-yl, -NHCO-cyclopropyl, -NHCO-(5-bromo-thien-2-yl,  
-NHCO-(2,5-dimethyl-pyrrol-3-yl), -NHSO<sub>2</sub>CH<sub>3</sub>, -N(CH<sub>3</sub>)SO<sub>2</sub>CH<sub>3</sub>, -NHSO<sub>2</sub>CF<sub>3</sub>,  
-NHSO<sub>2</sub>phenyl, -N(CH<sub>3</sub>)SO<sub>2</sub>phenyl, -NHSO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHSO<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-NHSO<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NHSO<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -NHCONH(2-chlorophenyl),  
-N(CH<sub>3</sub>)CONH(3,5-dimethoxyphenyl), -N(CH<sub>3</sub>)CONH(2-chlorophenyl),  
-N(CH<sub>3</sub>)CO-(benzo[1,3]diox-5-yl), -SO<sub>2</sub>NHCH<sub>3</sub>, and -SO<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>; p is 0, 1 or 2; R<sup>1</sup>  
and R<sup>2</sup> are H C<sub>1</sub>-C<sub>4</sub> alkyl or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are  
attached form a 3, 4 or 5 membered carbocyclic ring; Z is CH or N; k is 0 or k is 1  
and R<sup>3</sup> is methyl, trifluoromethyl, chloro or methoxy; n is 3 and R<sup>4</sup> and R<sup>5</sup> are  
independently selected from H and methyl; Y is -O- or -C(R<sup>4</sup>)(R<sup>5</sup>)-; q is 1; R<sup>8</sup> and R<sup>9</sup>  
are each H; Q is 2-chloro-3-(trifluoromethyl)phenyl, 3-methyl-4-fluoro-phenyl,  
4-tert-butyl-phenyl, 4-(methylthio)phenyl, 2,4,5-trifluoro-phenyl, 4-isopropyl-phenyl,  
5-(piperidin-1-yl)-furan-2-yl, benzo[1,3]diox-5-yl, or  
2,3-dihydrobenzo[1,4]dioxin-6-yl; t is 0 or 1; m is 0 or 1; R<sup>6</sup> and R<sup>7</sup> are  
independently selected from H and methyl; W<sup>1</sup> is methyl, phenyl, naphth-1-yl,  
pyrid-2-yl, 4-methyl-pyrid-2-yl, thien-2-yl, thien-3-yl, pyrrol-2-yl, 2-chlorophenyl,  
3-chlorophenyl, 4-chlorophenyl, 2-methoxyphenyl, or 4-methoxyphenyl; W<sup>2</sup> is  
methyl, ethyl, ethynyl, isopropyl, n-butyl, 2-methylpropyl, trifluoromethyl,  
cyclohexyl, unsubstituted phenyl, hydroxy, methoxy, phenoxy, dimethylamino,

morpholin-4-yl, phenylcarbonyloxy, or methylcarbonyloxy; W<sup>3</sup> is H or methyl; or a pharmaceutically acceptable salt or solvate thereof.

83. (New): The method according to claim 73, comprising administering a compound selected from:

2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-dephenylethyl)amino]propoxy}phenyl)-ethanol,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenylethyl)-{3-[3-(1,2,4-triazol-3-ylmethyl)-phenoxy]-propyl}-amine,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(1,2,3,4-tetrazol-5-ylmethyl)-phenoxy]-propyl}-amine,  
(S)-(2-chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-{3-[3-(1,2,3,4-tetrazol-3-ylmethyl)-phenoxy]-propyl}-amine,  
(R)-(2-chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-{3-[3-(1,2,3,4-tetrazol-3-ylmethyl)-phenoxy]-propyl}-amine,  
(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-phenyl-propyl)amino]propoxy}-phenyl)acetic acid,  
(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-phenyl-propyl)amino]propoxy}-phenyl)acetic acid,  
2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-acetoxy-2-phenyl-ethyl)amino]propoxy}-phenyl)acetic acid,  
(3-{3-[(2-Acetoxy-2-phenyl-ethyl)-(2-chloro-3-trifluoromethyl-benzyl)-amino]-propoxy}-phenyl)-acetic acid methyl ester,  
(3-{4-[(2-chloro-3-(trifluoromethyl)benzyl)-(2,2-diphenylethyl)-amino]butyl}phenyl)-acetic acid,  
1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-cyclobutanecarboxylic acid,  
N-(2,2-diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-[2-hydroxy-2-methylpropyl]phenoxy)propylamine,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(3-{2-[(1H-imidazol-2-ylmethyl)-amino]-ethyl}-phenoxy)-propyl]-amine,

*N*-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-methanesulfonamide,

*N*-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-*N*-methyl-amine,

[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethylamino]-acetic acid,

(*R*)-1-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethyl]-pyrrolidine-2-carboxylic acid,

furan-2-carboxylic acid *N*-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-amide,

*N*-(2-[3-chlorophenyl]-propyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine,

(2-chloro-3-trifluoromethyl-benzyl)-{3-[3-(2-morpholin-4-yl-ethyl)-phenoxy]-propyl}-((*S*)-2-phenyl-propyl)amine,

[4-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-piperazin-1-yl]-acetic acid,

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-2-methyl-propionic acid,

(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(4-methyl-piperazin-1-yl)-phenoxy]-propyl}-amine,

(3-{(*R*)-3-[(2-chloro-3-trifluoromethyl-benzyl)-((*S*)-2-phenyl-propyl)-amino]-butoxy}-phenyl)-acetic acid,

[1-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}-phenyl)-piperidine-4-carboxylic acid,

[4-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-piperazin-1-yl]-acetic acid,

[4-(3-{(*R*)-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-methyl-propoxy}-phenyl)-piperazin-1-yl]-acetic acid,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

84. (New): The method according to claim 73, wherein said LXR mediated disease or condition is cardiovascular disease.

85. (New): The method according to any claim 73, wherein said LXR mediated disease or condition is atherosclerosis.

86. (New): The method according to claim 73, wherein said LXR mediated disease or condition is inflammation.

87. (New): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of the compound according to claim 49.

88. (New): A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of the compound according to claim 49.

89. (New): A compound according to claim 49 for use as a medicament.

90. (New): A pharmaceutical composition comprising a compound according to claim 49 for use in the prevention or treatment of an LXR mediated disease or condition.

91. (New): A compound selected from the group:  
{3-[4-(t-butyl dimethylsilylhydroxy)but-1-ynyl]phenyl}acetic acid methyl ester,  
{3-[4-hydroxybutyl]phenyl}acetic acid methyl ester,  
{3-[4-(toluene-4-sulfonyloxy)butyl]phenyl}acetic acid methyl ester,  
(S)-(2-chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-amine,  
(R)-(2-chloro-3-trifluoromethyl-benzyl)-(2-phenyl-propyl)-amine,  
(2-chloro-3-trifluoromethyl-benzyl)-(naphthalene-1-ylmethyl)-amine,  
(2-chloro-3-trifluoromethyl-benzyl)-(phenethyl)-amine,

(2-chloro-3-trifluoromethyl-benzyl)-(benzyl)-amine,  
(2-chloro-3-trifluoromethyl-benzylamino)-phenyl-ethanol,  
3-(3-benzyloxy-benzyl)-1,2,4-triazole,  
3-(3-benzyloxy-benzyl)-ethoxymethyl-1,2,4-triazole,  
[3-(ethoxymethyl)-1,2,4-triazol-3-ylmethyl]-phenol,  
{3-[3-(3-bromo-propoxy)-benzyl]}-(ethoxymethyl)-1,2,4-triazole,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(ethoxymethyl)-1,2,4-  
triazol-3-ylmethyl-phenoxy]-propyl}-amine,  
5-(3-benzyloxy-benzyl)-1,2,3,4-tetrazole,  
5-(3-benzyloxy-benzyl)-ethoxymethyl-1,2,3,4-tetrazole,  
5-(3-hydroxy-benzyl)-ethoxymethyl-1,2,3,4-tetrazole,  
5-[3-(3-bromo-propoxy)-benzyl]-(ethoxymethyl)-1,2,3,4-tetrazole,  
(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-{3-[3-(ethoxymethyl)-  
1,2,3,4-tetrazol-5-ylmethyl]-phenoxy]-propyl}-amine,  
or pharmaceutically acceptable salts or solvates thereof.